

Exhibit C

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

Re: Docket No. _____

**ORDER UNDER 327(e) OF THE BANKRUPTCY CODE AUTHORIZING
THE EMPLOYMENT AND RETENTION OF FENWICK & WEST LLP
AS SPECIAL CORPORATE COUNSEL FOR THE DEBTORS
EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (the “Debtors”) seeking authorization to retain and employ Fenwick & West LLP (“Fenwick”) as special corporate counsel in these chapter 11 cases; and upon the declaration of Mark E. Porter in support of the Application (the “Porter Declaration”) and the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code* (the “Statement”) that were submitted concurrently with the Application; and the Court being satisfied based on the representations made in the Application, the Porter Declaration, and the Statement that Fenwick neither represents nor holds any interest adverse to the Debtors or to the estates with respect to the matters on which Fenwick is to be employed, and that the employment of Fenwick as special corporate counsel to the Debtors is necessary and in the best interests of the Debtors and their estates; and it appearing that the Court has jurisdiction to consider the Application; and it appearing that due notice of the Application has been given and no further

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

² All capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

notice need be given; and upon the proceedings before the Court; and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are authorized to retain and employ Fenwick & West LLP as special corporate counsel in these chapter 11 cases, effective as of the Petition Date, pursuant to the terms set forth in the Application.
3. Fenwick shall be compensated for legal services rendered to the Debtor and reasonable expenses incurred in connection therewith in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other orders of this Court.
4. Fenwick shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. Fenwick also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, both in connection with this Application and the interim and final fee applications to be filed by Fenwick in these chapter 11 cases.
5. The Court shall retain jurisdiction over any disputes, if any, that may arise in connection with this Order.